

## FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Tel 847 318-7575  
Fax 847 318-7588



VIA UPS 2<sup>nd</sup> DAY AIR

July 20, 2004

Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

RECORDATION NO. 25087 FILED

JUL 22 '04 3-01 PM

SURFACE TRANSPORTATION BOARD

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals of a Memorandum of Lease Agreement, dated May 24, 2004, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Lifeline Foods, LLC  
2811 S. 11<sup>th</sup> Street  
St. Joseph, MO 64503

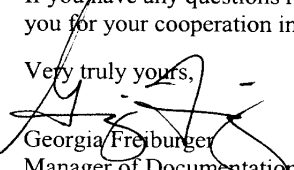
A description of the railroad equipment covered by the enclosed document is twelve (12) 4650 cubic foot covered hopper cars, with FURX marks (see Exhibit A for number).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5387. Thank you for your cooperation in this matter.

Very truly yours,

  
Georgia Freiburger  
Manager of Documentation

Enclosure  
(LIFO001)

RECORDATION NO. 25087 FILED

ASSGN. NO.: LIFO001

JUL 22 '04 3-01 PM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

24th THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the day of May, 2004 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and LIFELINE FOODS, LLC ("Lessee"), a limited liability corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of January 17, 2002 whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of January 17, 2002 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour  
Name: RICHARD F. SEYMOUR  
Title: Vice President Sales & Marketing

By: Georgina Freiburger  
Name: GEORGINA FREIBURGER  
Title: MGR OF DOCUMENTATION

Executed on this 24th day of May, 2004.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 24th day of May, 2004.

Susan Grokulskey  
Notary Public

My Commission Expires:

8-14-2004  
(Notary Public)



**LESSEE:**

LIFELINE FOODS LLC

By: Michelle Clay  
Name: Michelle Clay  
Title: Controller/Treasurer

ATTEST:

By: William H. Becker  
Name: William H. Becker  
Title: CEO

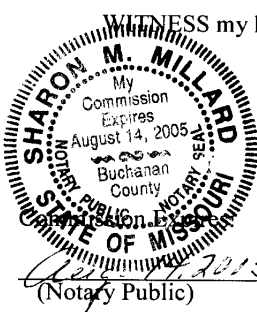
Executed on this 17<sup>th</sup> day of Jan., 2002.

[CORPORATE SEAL]

STATE OF Missouri  
COUNTY OF Buchanan

I, Sharon M. Millard, a Notary Public of the County and State  
aforesaid, certify that Michelle Clay personally appeared before me this day and  
acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 17<sup>th</sup> day of January, 2002.



Sharon M. Millard  
Notary Public

**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS:	Twelve (12)
DESCRIPTION OF CARS:	4,650 c.f. Covered Hoppers with gravity-pneumatic discharge gates
CAR NUMBERS:	FURX 816172 FURX 816174 FURX 816200 FURX 816201 FURX 816204 FURX 816205 FURX 816208 FURX 816226 FURX 816233 FURX 816235 FURX 816241 FURX 816398